

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.

Re: Docket Nos. 23722, 23861
12/14/09 Agenda Item No. 9

**DEBTORS' MOTION FOR LEAVE TO FILE A REPLY TO WACHOVIA BANK'S
RESPONSE TO DEBTORS' MOTION REQUESTING APPROVAL OF A
SETTLEMENT AGREEMENT WITH THE ALLIANZ COMPANIES**

The Debtors request leave to file a 5-page reply to Wachovia Bank's Response to Debtors' Motion for Approval of a Settlement Agreement with the Allianz Companies (Docket No. 23722). Wachovia, in its purported response to the settlement motion, is actually attempting to assert a back-door, late objection to the classification of its claim under Debtors' Chapter 11

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Plan. Numerous deadlines for objections to the Plan have passed without a word from Wachovia, even as other parties have objected to the classification of similar claims as Class 6 Claims. Now, out of time to object to the classification of its claim under the Plan, Wachovia is attempting to assert those objections as a response to the settlement agreement, which has no effect on Wachovia's rights. In so doing, Wachovia raises new matters that were not raised in Debtors' motion and makes several misstatements concerning the effect of the Settlement Agreement and the Asbestos PI Trust Distribution Procedures (the "TDPs").

As a result, the Debtors respectfully request that the Court grant Debtors leave to file a 5-page reply to Wachovia's response in order to address these new matters. The 5-page reply and a proposed order permitting its filing are attached hereto as respectively Exhibits A and B.

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Dated: December 4, 2009

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